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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u>	:	Case No. 05-44481 (RDD)
	:	
	:	
Debtors.	:	(Jointly Administered)
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**VERIFIED STATEMENT CONCERNING REPRESENTATION OF  
MULTIPLE CREDITORS PURSUANT TO FED. R. BANKR. P. 2019(a)**

Schulte Roth & Zabel LLP ("Schulte Roth") submits this verified statement concerning its representation of multiple entities pursuant to Fed.R.Bankr.P. 2019(a), and states as follows:

1. The above-captioned debtors (the "Debtors") filed petitions for relief under Chapter 11 of the Bankruptcy Code on October 8, 2002 (the "Petition Date").
2. Schulte Roth represents the following entities in these cases: (i) D.C. Capital Partners, L.P. ("D.C. Capital"), and (ii) Panasonic Automotive Systems Company of America, Division of Panasonic Corporation of North America ("Panasonic," and together with D.C. Capital, the "Interested Parties").

**The Interested Parties and Their Claims**

3. The addresses of the Interested Parties' are set forth below:
  - (i) D.C. Capital Partners, L.P.  
800 Third Avenue  
New York, NY 10022
  - (ii) Panasonic Automotive Systems Company of America,  
Division of Panasonic Corporation of North America

26455 American Drive  
Southfield, MI 48034

4. Schulte Roth represents D.C. Capital, a preexisting firm client, and was retained for these cases during late October, 2005. D.C. Capital holds approximately 10 million shares of common stock of Delphi.

5. Schulte Roth's representation of Panasonic began during October, 2005. Panasonic's claims against certain of the Debtors, totaling at least \$9 million,<sup>1</sup> arise under certain pre-bankruptcy supply contracts and agreements.

**The Origins of the Claims**

6. The representations described above are separate, and concern claims of different origins. The firm's clients are not acting together under a group or committee arrangement.

7. Schulte Roth reserves the right to supplement or amend this statement, as and when appropriate.

I verify under penalty of perjury that the foregoing is true and correct.

Dated: November 21, 2005  
New York, New York

By: /s/ Michael L. Cook  
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Attorneys for D.C. Capital Partners, L.P. and Panasonic  
Automotive Systems Company of America, Division of  
Panasonic Corporation of North America

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<sup>1</sup> In a document accompanying their petition for relief under chapter 11 of the Bankruptcy Code, dated October 8, 2005, the Debtors stated the amount of Panasonic's claim to be \$ 7,429,854, but Panasonic actually holds a claim in excess of \$9 million against the Debtors.